



ASX/Media Release

24 September 2015

NOTICE OF ANNUAL GENERAL MEETING 2015

Astro Japan Property Group (ASX: AJA) will hold the combined Annual General Meeting of securityholders of Astro Japan Property Group Limited and Astro Japan Property Trust at 10.00am (Sydney time) on Wednesday, 11 November 2015 at the Sofitel Sydney Wentworth, Hobart Room, Ground Floor, 61-101 Phillip Street, Sydney NSW.

The attached Notice of Meeting and Proxy Form are being despatched to securityholders today. These documents are also available on the home page of AJA's website at www.astrojapanproperty.com.

ENDS

Rohan Purdy
Company Secretary
Phone: +61 2 8987 3903 (Australia)

About Astro Japan Property Group (AJA)

Astro Japan Property Group is a listed property group which invests in the Japan real estate market. It currently holds interests in a portfolio comprising 31 retail, office and residential properties. Asset management services in Japan are generally undertaken by Spring Investment Co., Ltd.

AJA is a stapled entity comprising Astro Japan Property Trust (ARSN 112 799 854) and Astro Japan Property Group Limited (ABN 25 135 381 663). For further information please visit our website: www.astrojapanproperty.com.

Astro Japan Property Group

Astro Japan Property Group Limited ABN 25 135 381 663
Astro Japan Property Management Limited ABN 94 111 874 563 AFSL 283142
as responsible entity of the Astro Japan Property Trust ARSN 112 799 854

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NOTICE OF MEETING

ANNUAL GENERAL MEETING OF ASTRO JAPAN PROPERTY GROUP LIMITED

AND

ANNUAL GENERAL MEETING OF ASTRO JAPAN PROPERTY TRUST

Notice is given that the 2015 Annual General Meeting of securityholders of Astro Japan Property Group Limited (ABN 25 135 381 663) (**Company**) will be held in conjunction with the 2015 Annual General Meeting of securityholders of the Astro Japan Property Trust (ARSN 112 799 854) (**Trust**) at 10.00am (Sydney time), on Wednesday, 11 November 2015 at the Sofitel Sydney Wentworth, Hobart Room, Ground Floor, 61-101 Phillip Street, Sydney NSW (**Meeting**).

Additional information concerning the proposed resolutions is contained in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. In this Notice, the '**Astro Group**' refers to the Company and the Trust.

If you are unable to attend the Meeting you are encouraged to appoint a proxy to attend and vote on your behalf by completing and returning the Proxy Form attached to this Notice. You can direct your proxy how to vote by following the directions on the Proxy Form. Securityholders are encouraged to direct their proxy how to vote on each of the proposed resolutions. The completed Proxy Form must be received by the Astro Group's security registry no later than 10.00am (Sydney time) on Monday, 9 November 2015.

In accordance with section 252S(1) of the *Corporations Act 2001* (Cth), Astro Japan Property Management Limited as Responsible Entity of the Trust appoints Mr Allan McDonald to act as Chairman of the Meeting.

ORDINARY BUSINESS

Item 1: Financial Report – Company and Trust

To receive and consider the Financial Reports, Directors' Reports and Auditor's Reports of the Astro Group for the year ended 30 June 2015.

Note: There is no requirement for securityholders to approve these reports.

Resolution 1: Remuneration Report – Company only

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That the Remuneration Report for the year ended 30 June 2015 be adopted."

Note: This resolution is advisory only and does not bind the Directors or the Company, and is subject to voting exclusions as outlined in the notes accompanying this Notice of Meeting.

Resolution 2: Re-Election of Ms Kathryn McCann as a Director – Company only

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That Ms Kathryn Jane McCann, being a Director of the Company who retires by rotation in accordance with article 7.1(c) of the Company's Constitution and, being eligible, offers herself for re-election, is re-elected as a Director of the Company."

Resolution 3: Re-Election of Mr John Pettigrew as a Director – Company only

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

"That Mr John Lester Pettigrew, being a Director of the Company who retires by rotation in accordance with article 7.1(c) of the Company's Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of the Company."

SPECIAL BUSINESS

Resolution 4: Buy-Back of Stapled Securities – Company and Trust

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company and the Trust:

“That for the purposes of sections 257C and 601KH (as inserted by ASIC Class Order 07/422) of the Corporations Act 2001 (Cth), and for all other purposes, approval is given to the Astro Group to undertake buy-backs of Stapled Securities in the Astro Group during the 12 month period following the approval of this resolution:

- (a) under one or more off-market tender buy-backs in accordance with the terms detailed in the Explanatory Memorandum (**Off-Market Buy-Back**); and/or*
- (b) pursuant to on-market buy-backs in accordance with the Listing Rules of the Australian Securities Exchange,*

but for no more than 6,065,246 Stapled Securities in the Astro Group in that period, whether under any Off-Market Buy-Back or any on-market buy-back.

Resolution 5: Appointment of BDO as Auditor of the Company – Company only

To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:

“That BDO East Coast Partnership, having consented to do so, be appointed to act as auditor of the Company.”

Invitation

After the Meeting, all securityholders are invited to join the Directors for light refreshments.

By order of the Boards of Astro Japan Property Group Limited and Astro Japan Property Management Limited (as Responsible Entity of the Astro Japan Property Trust)

Dated: 24 September 2015



Rohan Purdy
Company Secretary
Astro Japan Property Group Limited (ABN 25 135 381 663); and

Astro Japan Property Management Limited (ABN 94 111 874 563; AFSL 283142) as Responsible Entity of the Astro Japan Property Trust (ARSN 112 799 854)

NOTES RELATING TO VOTING AND PROXIES

Entitlement to attend and vote at the Meeting

Only registered holders of stapled securities as at 7.00pm (Sydney time) on Monday, 9 November 2015 will be eligible to attend and vote at the Meeting. Accordingly, transfers of stapled securities registered after that time will be disregarded in determining entitlement to attend and vote at the Meeting.

Voting Exclusions

- Resolution 1

The *Corporations Act 2001* (Cth) restricts members of the key management personnel of the Astro Group (which includes each of the directors) (**KMP**) and their closely related parties from voting in some circumstances.

'Closely related party' is defined in the *Corporations Act 2001* (Cth) and includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP.

As Resolution 1 is directly or indirectly related to the remuneration of a member of the KMP, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of:

- members of the KMP (being the directors and other KMP as disclosed in the Company's Remuneration Report); and
- closely related parties of those persons,

as well as any votes cast as a proxy on this Resolution by a member of the KMP at the date of the Meeting and their closely related parties, unless the vote is cast:

- as proxy for a securityholder entitled to vote on Resolution 1, in accordance with a direction on the Proxy Form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote on Resolution 1 pursuant to an express authorisation to exercise the proxy as the Chairman of the Meeting sees fit (even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP).

Voting Rights

On a show of hands, every person present and entitled to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. Under the Company's Constitution, if a securityholder appoints two proxies or attorneys to vote at the same general meeting, neither proxy nor attorney may vote on a show of hands if more than one proxy or attorney attends.

On a poll:

- in the case of a resolution of the Company, each securityholder present in person or by proxy, attorney or duly appointed corporate representative and entitled to vote, has one vote for each fully-paid security they hold; and
- in the case of a resolution of the Trust, each securityholder present in person or by proxy, attorney or duly appointed corporate representative and entitled to vote, has one vote for each dollar of the value of the securities in the Trust they hold.

If stapled securities are jointly held, only one of the joint holders is entitled to vote. If more than one securityholder votes in respect of jointly held stapled securities, only the vote of the securityholder whose name appears first in the register will be counted.

Majority required

All resolutions are ordinary resolutions and will be passed if more than 50% of votes cast by securityholders present at the Meeting in person or by proxy, attorney or duly appointed corporate representative and entitled to vote on each resolution are cast in favour of the resolution.

Corporate Securityholders

In order to vote at the Meeting (other than by proxy), a corporation that is a securityholder must appoint a person to act as its representative. The appointment must comply with section 250D (for a meeting of the Company) and section 253B (for a meeting of the Trust) of the *Corporations Act 2001* (Cth). The representative must bring to the Meeting evidence of his or her appointment, including any authority under which it was signed.

Proxies

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form that accompanies this Notice of Meeting. A proxy need not be a securityholder and may be an individual or body corporate.

If you are entitled to cast two or more votes, you may appoint two proxies. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. If you wish to appoint a second proxy, please contact the Astro Group's security registry by telephoning +61 1800 881 098 to obtain a second Proxy Form.

You can direct your proxy how to vote by following the instructions on the Proxy Form. Securityholders are encouraged to direct their proxy how to vote on each resolution (e.g. 'for', 'against' or 'abstain' by ticking the relevant box next to each item of business on the Proxy Form).

Any directed proxies that are not voted on a poll at the Meeting by a securityholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

The KMP and their closely related parties will not be able to vote as your proxy on Resolution 1 unless you direct them how to vote, or, if the Chairman of the Meeting is your proxy, you expressly authorise him to vote as he sees fit on Resolution 1. If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) or one of their closely related parties as your proxy, please ensure you direct them how to vote on Resolution 1. If you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting is appointed as your proxy by default, but you do not direct him how to vote on Resolution 1, you will be taken to have expressly authorised the Chairman of the Meeting to vote as he decides.

All Proxy Forms and any power of attorney or other authority (if any) under which it is signed (or a certified copy of it), must be received by the Astro Group's security registry no later than 10.00am (Sydney time), Monday, 9 November 2015, and can be lodged using the enclosed reply paid envelope or by any of the following methods:

- by mail to Astro Japan Property Group, c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
- by hand to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000; or
- by fax to Link Market Services Limited, + 61 2 9287 0309.

Alternatively the Proxy Form may be lodged online at the Astro Group's security registry website www.linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) as shown on your Proxy Form. You will be taken to have signed the Proxy Form if you lodge it in accordance with the instructions provided on the website.

Proxy Forms received after 10.00am (Sydney time), Monday, 9 November 2015 will be invalid.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of Meeting dated 24 September 2015 and contains information about the resolutions set out in the Notice of Meeting.

The Directors recommend that securityholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

ORDINARY BUSINESS

Item 1 - Financial Report

In accordance with the *Corporations Act 2001* (Cth) ('Corporations Act') the Astro Group was required to prepare the following Financial Reports for the year ended 30 June 2015 which will be laid before the Meeting:

- Financial Report of the Astro Japan Property Group ('Astro Group'), which includes the consolidated financial statements of the Astro Group, which comprises the Trust and its controlled entities and the Company and its controlled entity, and a Directors' Report and Auditor's Report, for the year ended 30 June 2015; and
- Financial Report of the Company, which includes the consolidated financial statements of the Company and its controlled entity, and a Directors' Report and Auditor's Report, for the year ended 30 June 2015.

Both Financial Reports are included in the Astro Group Annual Report 2015 which has been sent to securityholders and released to the ASX, and is also available on the home page of the Astro Group's website www.astrojapanproperty.com.

Securityholders are not required to approve the Financial Reports or the Directors' and Auditor's Reports. Securityholders will be provided with a reasonable opportunity as a whole to discuss the financial and other reports and to ask questions about or raise comments on the management and affairs of the Astro Group at the Meeting.

Also, a reasonable opportunity will be given to securityholders as a whole to ask the Astro Group's auditor of the Financial Reports, Deloitte Touche Tohmatsu ('Auditor'), questions relevant to the conduct of the audit, the preparation and content of the Auditor's Reports, the accounting policies adopted by the Astro Group in relation to the preparation of its financial statements and the independence of the Auditor in relation to the conduct of the audit.

Securityholders may submit written questions relevant to these matters to the Auditor. If written questions are received, the question list will be made available to securityholders attending the Meeting. The Auditor may answer the questions at the Meeting or table written answers. If written answers are tabled, they will be made available to securityholders after the Meeting.

Please send any written questions for the Auditor:

- to the Astro Group's registered office, Suite 4, Level 10, 56 Pitt Street, Sydney NSW 2000, Attention: Company Secretary;
- by facsimile to the Astro Group, + 61 2 8987 3999; or
- to Link Market Services at the address included in the Notice of Meeting,

by no later than **5.00pm (Sydney Time) on Wednesday, 4 November 2015**.

There is no vote on this item of business.

Resolution 1 – Remuneration Report

The Remuneration Report sets out the Astro Group's remuneration arrangements for Directors and other Key Management Personnel. The Remuneration Report is set out in the Astro Group Annual Report 2015 which has been sent to securityholders and released to the ASX, and is also available on the home page of the Astro Group's website www.astrojapanproperty.com.

The Chairman of the Meeting will allow a reasonable opportunity for securityholders as a whole to ask questions about, or make comments on, the Remuneration Report at the Meeting.

The vote on the Remuneration Report is advisory only, and does not bind the Directors or the Company. The Board of the Company will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

The Directors unanimously recommend that securityholders vote in favour of adopting the Remuneration Report.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

- Voting Exclusion

A voting exclusion applies to this resolution, as set out in the Notice of Meeting.

Resolution 2 – Re-Election of Ms Kathryn McCann as a Director

Ms McCann retires as a Director of the Company in accordance with article 7.1(c) of the Constitution and, being eligible, offers herself for re-election.

Ms McCann has been an independent non-executive Director of the Company, Chairman of the Remuneration Committee and member of the Audit, Risk & Compliance Committee since 31 December 2011.

Ms McCann has extensive financial and commercial experience, with 15 years at McKinsey & Company, including her role as Principal from 1999-2002. Ms McCann has been a non-executive director of private, global and not-for-profit organisations. She is currently a non-executive Director of General Re Australia Ltd and General Re Life Australia Ltd, and is the Chairman of the Remuneration Committee and a member of the Audit Committee of each of those companies.

The Directors (other than Ms McCann) unanimously recommend that securityholders vote in favour of this resolution.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Resolution 3 – Re-Election of Mr John Pettigrew as a Director

Mr Pettigrew retires as a Director of the Company in accordance with article 7.1(c) of the Constitution and, being eligible, offers himself for re-election.

Mr Pettigrew has been a Director of the Company since its incorporation on 20 March 2009, and became an Executive Director on 1 January 2011 upon his appointment as Chief Financial Officer. Mr Pettigrew is a non-independent executive Director.

Mr Pettigrew has extensive financial and commercial experience with a number of major corporations and 35 years involvement in the property industry. He has had a significant role in structuring and managing listed property trusts since 1980. Mr Pettigrew was Chief Financial Officer and Company Secretary of Stockland Group from 1977 and Finance Director from 1982 until March 2004. Mr Pettigrew is a Fellow of the Australian Society of Certified Practising Accountants, a Fellow of the Governance Institute of Australia, a Fellow of the Institute of Chartered Secretaries and Administrators, a Fellow of the Australian Institute of Management and a Fellow of the Australian Institute of Company Directors.

The Directors (other than Mr Pettigrew) unanimously recommend that securityholders vote in favour of this resolution.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 3.

SPECIAL BUSINESS

Resolution 4 – Buy-Back of Stapled Securities

- Introduction

The Board seeks the approval of securityholders to undertake buy-backs of Stapled Securities during the 12 month period following the approval of Resolution 4 under one or more off-market tender buy-backs (**Off-Market Buy-Backs**) and/or on-market buy-backs, but subject to a cap of 6,065,246 Stapled Securities. This number of Stapled Securities represents 10% of the Astro Group's 60,652,466 Stapled Securities on issue as at 18 September 2015. A stapled security in the Astro Group consists of a fully paid ordinary share in the Company stapled to a fully paid ordinary unit in the Trust (**Stapled Security**).

- Why are buy-backs being proposed?

As outlined in the Astro Group's full year results on 26 August 2015, the Board continues to consider initiatives to deploy available surplus cash, currently the equivalent of approximately \$26 million. One of these initiatives is further buy-backs of Stapled Securities. If Resolution 4 is passed, it would enable the Directors subsequently to determine whether and when Astro Group should undertake the buy-back of Stapled Securities through one or more on-market buy-backs or Off-Market Buy-Backs of up to 6,065,246 Stapled Securities during the 12 month period following the approval of Resolution 4. This would provide the Astro Group with flexibility in implementing any future capital management initiatives.

During FY2015, the Astro Group conducted both on-market buy-backs and an off-market tender offer buy-back, with 6,559,286 Stapled Securities being bought back and cancelled. The Stapled Securities bought back represented approximately 10% of the Astro Group's then issued capital. The on-market buy-back was conducted during the period 22 October 2014 to 24 April 2015, with 1,618,886 Stapled Securities bought back and cancelled for a total consideration of \$7,924,000, at prices ranging from \$4.30 to \$5.00 per security. The off-market buy-back was successfully completed on 4 June 2015, with 4,940,400 Stapled Securities bought back and cancelled at \$5.30 per security for a total consideration of \$26,184,000.

The Board has formed the view that the Astro Group should have flexibility to undertake further buy-backs during the 12 months following the Meeting, and is seeking flexibility to buy-back up to 10% of its Stapled Securities. Approval of Resolution 4 will enable the Astro Group to buy-back Stapled Securities by expressly authorising Off-Market Buy-Backs and/or on-market buy-backs of up to 6,065,246 Stapled Securities.

If Resolution 4 is approved, there is no obligation on the Astro Group to undertake a buy-back of Stapled Securities and there is no obligation on any securityholder to participate in a buy-back of Stapled Securities.

- **Why are we seeking securityholder approval?**

Under the Corporations Act (as modified by ASIC relief), securityholder approval is required for the Astro Group to conduct a buy-back of its Stapled Securities if the number of Stapled Securities to be bought-back would exceed the "10/12 limit". The "10/12 limit" is 10% of the smallest number of Stapled Securities on issue at any time during the last 12 months (**10/12 limit**).

The Astro Group is seeking approval for the buy-back of any further Stapled Securities (whether on-market or off-market) as any buy-back would exceed the 10/12 limit due to the buy-back and cancellation of Stapled Securities under the on-market and off-market buy-back programs conducted by the Astro Group during the previous 12 months as outlined above.

Resolution 4 seeks approval to effectively increase and extend the 10/12 limit for the Astro Group by expressly authorising the Astro Group to buy-back up to 6,065,246 Stapled Securities during the 12 months following the Meeting.

- **Terms of the buy-backs**

If any Off-Market Buy-Back is undertaken, a booklet containing further details in relation to the Off-Market Buy-Back (**Buy-Back Booklet**), including an invitation to participate and the terms of the relevant Off-Market Buy-Back, would be sent to eligible securityholders. The terms of any Off-Market Buy-Back would be substantially similar to the terms set out in the Appendix.

If any on-market buy-back is undertaken, it will be on the following terms:

- Offers under any on-market buy-back will be made on behalf of the Astro Group by its broker in the ordinary course of trading on the ASX, in the same way other market participants trade on-market;
- The price to be paid by the Astro Group for Stapled Securities under the on-market buy-back will be the then prevailing market price for Stapled Securities, subject to the maximum price restriction under ASX Listing Rule 7.33, which prescribes that the price must be no more than 5% above the volume weighted average of the market price for Stapled Securities over the preceding five days on which sales in the Stapled Securities were recorded before the day on which the purchase under the buy-back was made;
- Any on-market buy-back would occur in accordance with the Listing Rules of the ASX; and
- Any Stapled Securities bought-back by the Astro Group would be cancelled.

- **Advantages and disadvantages of any buy-back**

Any buy-back of Stapled Securities would be consistent with the objectives of the Astro Group's capital management strategies as announced in its full year results on 26 August 2015.

If approved by securityholders, the additional buy-back capacity will provide the Astro Group with flexibility over the 12 months following the Meeting to buy-back Stapled Securities should the Board decide to do so. However, there is no obligation on the Astro Group to undertake a buy-back of Stapled Securities and there is no obligation on any securityholder to participate in a buy-back of Stapled Securities.

The key benefit of any buy-back is the potential for improvement in per Stapled Security measures of earnings, NTA and distributions, as well as improved return on equity due to a reduced number of Stapled Securities on issue, for securityholders who continue to hold Stapled Securities.

The benefits of undertaking a buy-back through an Off-Market Buy-Back may include the following:

- securityholders have an equal opportunity to sell all or some of their Stapled Securities to suit their own circumstances;

- no brokerage fee is payable, and there is no need to appoint a stockbroker or use an internet trading service, to participate in the buy-back; and
- an Off-Market Buy-Back allows the Astro Group to determine the most appropriate number of Stapled Securities to buy back based on securityholder demand, subject to the overall limit of 6,065,246 Stapled Securities.

However, the Directors may form the view that it is more appropriate for the Astro Group to buy-back Stapled Securities on-market. The key benefit of undertaking a buy-back through an on-market buy-back program is that it allows the Astro Group to buy-back Stapled Securities over time, depending on market conditions and prices, subject to pricing restrictions prescribed under the Listing Rules of the ASX (outlined above).

The Directors are not aware of any material disadvantages which would result from any Off-Market Buy-Backs or on-market buy-backs being implemented.

If any buy-back is undertaken, securityholders should obtain their own financial, taxation and other professional advice on the implications of participating in any such buy-back.

- **Source of funds for any buy-back**

All funds to be paid to securityholders under any buy-back of Stapled Securities would be sourced from available cash. All Stapled Securities bought back by the Astro Group would be cancelled. The Board reserves the right to suspend the operation of any buy-back at any time at its discretion, including to the extent that cash resources are not available to fund the buy-back.

- **Financial effect of any buy-back on Astro Group**

Any buy-back of Stapled Securities will involve a reduction in the number of the Astro Group's Stapled Securities on issue and a corresponding reduction in Astro Group's issued capital.

While the Astro Group is seeking approval to buy-back up to 6,065,246 Stapled Securities over the 12 months following the Meeting, the actual number of Stapled Securities to be bought back will be assessed by the Astro Group on an ongoing basis, having regard to, amongst other things, the Astro Group's available cash, as well as broader market conditions and alternative capital management opportunities available to the Astro Group.

If any buy-back proceeds, the precise impact of the buy-back will not be known until the buy-back is completed. The impact will depend on the buy-back price paid, the number of Stapled Securities bought back and the timing of the buy-back.

The Astro Group will not buy-back Stapled Securities if to do so would materially prejudice the Astro Group's ability to pay its creditors.

The most recent set of audited financial statements for the Astro Group are for the financial year ended 30 June 2015. Those financial statements were released to the ASX and made available to securityholders on 26 August 2015.

- **Effect on control**

While all eligible securityholders in the Astro Group would have an opportunity to participate in any Off-Market Buy-Back, the percentage of each securityholder's interest which may be bought back under the Off-Market Buy-Back would depend on a number of factors, including the number of Stapled Securities tendered and any required scale back and the number of Stapled Securities bought back. The impact of each of these factors would not be known until after the Off-Market Buy-Back tender period has closed. Further details of the potential effect on control would be contained in the Buy-Back Booklet.

Similarly, under any on-market buy-back, the percentage of Stapled Securities bought back from a securityholder would depend on the number they seek to sell on the market, the price at which they offer to sell and the number of Stapled Securities the Astro Group bought back.

Given the maximum aggregate size of the potential buy-backs that could be undertaken if Resolution 4 is approved, the buy-backs are not expected to have a material impact on the control of the Astro Group or the relative voting power of securityholders in the Astro Group.

- **Will any securities be bought back?**

No decision has been made by the Board whether or when to implement any buy-backs. The Board will only decide to buy-back Stapled Securities if it considers it is in the best interests of the Astro Group at the relevant time. Approval of Resolution 4 will provide an authorisation only and will not oblige the Astro Group to undertake any buy-back nor will approval of the resolution require any securityholder to participate in a buy-back of Stapled Securities.

- **Recent security price history**

The closing price of AJA Stapled Securities on the ASX on 16 September 2015 was \$5.13. Astro Group's

highest and lowest closing prices on ASX during the 6 months preceding 16 September 2015 were \$5.30 and \$4.82 respectively. For the current market price of AJA Stapled Securities, refer to Astro Group's website www.astrojapanproperty.com.

- **Interests of Directors**

The following table contains details (current as at 18 September 2015) of the Stapled Securities in which each Director and Mr Eric Lucas has a relevant interest. These interests could be different at the time that any buy-back is undertaken.

Name and Position	Securities
Mr Allan McDonald – Chairman	40,000
Mr Douglas Clemson – Director	3,000
Mr Eric Lucas – Senior Advisor to the Astro Group Board	6,469,999 (10.67% of issued capital)

- **ASIC relief**

If the Astro Group decides to implement an Off-Market Buy-Back, it will apply to ASIC to seek relief from various provisions of the Corporations Act that are required to be sought by stapled groups such as the Astro Group, in order to undertake an Off-Market Buy-Back. The relief will be largely similar to the relief obtained by the Astro Group for the off-market buy-back completed in June 2015, however, there is no guarantee that relief will be able to be obtained.

- **Recommendation**

The Board unanimously recommends that securityholders approve Resolution 4.

Each Director who holds Stapled Securities intends to vote in favour of this resolution.

Resolution 5 – Appointment of BDO as Auditor

As announced on 11 September 2015, the Astro Group Board has appointed BDO East Coast Partnership (ABN 83 236 985 726) ('**BDO**'), a member firm of BDO International Ltd, as auditors for all audit roles across the Astro Group. The Astro Group therefore continues to have the one audit firm for the entire Group providing services in Australia and Japan.

The Board selected BDO to replace Deloitte Touche Tohmatsu as the Astro Group's auditors for the financial year commencing 1 July 2015 and subsequent financial years based upon its expertise and to reduce costs associated with the audit. The Board believes that the appointment of BDO is in the best interests of the Astro Group and its securityholders.

The Board's appointment of BDO as auditors of the Company on 11 September 2015 was to fill a casual vacancy, which expires at the Meeting. The Board is therefore seeking securityholder approval to the reappointment of BDO as auditors of the Company with effect from the close of the Meeting. Securityholder approval of this resolution will ensure that there is only one audit firm acting for the entire Group.

As required by the Corporations Act, a securityholder of the Company has nominated BDO as auditor of the Company, and BDO has consented to the appointment. A copy of the nomination of BDO as auditor of the Company is set out below.

The Directors unanimously recommend that securityholders vote in favour of Resolution 5.

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

Notice of Nomination of Auditor

17 September 2015

The Directors
Astro Japan Property Group Limited
Suite 4, Level 10, 56 Pitt Street
Sydney NSW 2000

Dear Directors

Notice of Nomination of Auditor for appointment to Astro Japan Property Group Limited (ABN 25 135 381 663) (Company)

I, Melanie Hedges, being a member of the Company, hereby nominate BDO East Coast Partnership for appointment as auditor of the Company, pursuant to section 328B of the *Corporations Act 2001* (Cth), at the next Annual General Meeting of the Company or any adjournment thereof.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Melanie Hedges', written over the typed name.

Melanie Hedges

APPENDIX: SUMMARY OF TERMS OF ANY OFF-MARKET BUY-BACK

Off-Market Buy-Backs

Any Off-Market Buy-Back would be conducted as an off-market tender buy-back similar to the off-market buy-back that was successfully completed by the Astro Group on 4 June 2015. Further details of the terms of that buy-back are contained in the Buy-Back Booklet dated 6 May 2015 which is available on the Astro Group's website www.astrojapanproperty.com and on ASX's website at www.asx.com.au.

An Off-Market Buy-Back would involve the Astro Group inviting each securityholder who is eligible to participate to offer to sell some or all of their Stapled Securities to the Astro Group by way of a tender process on the terms set out in the relevant Buy-Back Booklet. Stapled Securities bought back by the Astro Group would be cancelled, thereby reducing the number of Stapled Securities on issue.

Participation in an Off-Market Buy-Back would be on a voluntary basis and eligible securityholders would not have to sell their Stapled Securities if they did not want to. Securityholders would not have the right to withdraw tenders once they have been made during the period in which tenders can be made (**Tender Period**).

Tender process overview

If conducting an Off-Market Buy-Back, the Astro Group would invite all holders of Stapled Securities with a registered address in Australia or New Zealand on its register on a record date to be determined by the Astro Group to make an offer to have Stapled Securities bought back by the Astro Group (**Eligible Securityholder**). The Astro Group would retain its discretion (to be exercised on a case by case basis) to extend any Off-Market Buy-Back to securityholders residing in jurisdictions outside Australia and New Zealand where the Astro Group considers it reasonable to make invitations to participate, provided at all times that the securityholder's participation in any Off-Market Buy-Back is permitted under the laws of Australia and the jurisdiction in which the securityholder is resident without the need for any filing or approval by any government agency (except one that the Astro Group is willing in its absolute discretion to comply with).

Eligible Securityholders would be able to submit a tender if they wish to sell Stapled Securities (**Tender**). The Tender must specify the number of Stapled Securities the securityholder offers to sell, which may be up to all of their holding as at the relevant record date at the price set out in the Buy-Back Booklet (**Buy-Back Price**).

After the close of the Tender Period, securityholders would be advised by announcement to the ASX of the total number of Stapled Securities to be bought back.

Buy-Back price

The consideration for a buy-back of Stapled Securities under an Off-Market Buy-Back would be a cash amount determined by the Board which would be no higher than a 5% premium to the 15 day volume weighted average price of Stapled Securities, calculated immediately prior to the Astro Group announcing the Off-Market Buy-Back.

Priority allocations

Each Eligible Securityholder who successfully Tenders under the Off-Market Buy-Back would be guaranteed that a certain number of Stapled Securities as specified in the relevant Buy-Back Booklet (**Priority Allocation**), would be bought back and would not be subject to any scale back. As an example only, the Priority Allocation in the off-market buy-back that was successfully completed by the Astro Group on 4 June 2015 was \$2,000 worth of Stapled Securities.

Small residual holdings

Any Eligible Securityholder who has a registered holding of a small number of Stapled Securities equal to or less than the number specified in the relevant Buy-Back Booklet (**Small Residual Holding**) would be able to Tender all but not some of their Stapled Securities under an Off-Market Buy-Back at the Buy-Back Price. If an Eligible Securityholder would be left with a Small Residual Holding as a result of the Astro Group's acquisition of the Priority Allocation and any scale back, that Small Residual Holding would be accepted in full. As an example only, the Small Residual Holding in the off-market buy-back that was successfully completed by the Astro Group on 4 June 2015 was \$500 worth of Stapled Securities.

Scale back mechanism

If the Astro Group received valid Tenders for Stapled Securities representing more than the maximum Stapled Securities specified in the relevant Buy-Back Booklet which may be bought back under the Off-Market Buy-Back, Tenders would be scaled-back on a pro rata basis (after taking into account the Priority Allocations and Small Residual Holding Tenders, see above).

When the scale back is calculated and would result in a number of Stapled Securities being bought back that includes a fraction, the actual number of Stapled Securities bought back would be rounded down to the next Stapled Security.

Effect of Off-Market Buy-Back on voting rights and distribution rights

Securityholders will be entitled to vote (in accordance with the voting rights attached to the Stapled Securities) at any meeting of securityholders that is held prior to the date on which the Astro Group enters into the buy-back agreements with securityholders under an Off-Market Buy-Back (**Buy-Back Date**) even if they have lodged a Tender to sell some or all of their Stapled Securities to the Astro Group under the Off-Market Buy-Back.

Securityholders would also be entitled to any distributions (in accordance with the distribution rights attached to their Stapled Securities) where the record date for the distribution occurs prior to the Buy-Back Date.

Astro Japan Property Group

Astro Japan Property Group Limited ABN 25 135 381 663
Astro Japan Property Management Limited ABN 94 111 874 563 AFSL 283142
as responsible entity of the Astro Japan Property Trust ARSN 112 799 854

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Astro Japan Property Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1800 881 098 (free call within Australia)

PROXY FORM

I/We being a securityholder(s) of Astro Japan Property Group (**Group**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (**mark box**)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the combined Annual General Meeting of Astro Japan Property Group Limited (**Company**) and Astro Japan Property Trust (**Trust**) to be held at **10:00am on Wednesday, 11 November 2015 at Sofitel Sydney Wentworth, Hobart Room, Ground Floor, 61-101 Phillip Street, Sydney NSW** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1 as the Chairman sees fit even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company and the Trust if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

For Against Abstain*

For Against Abstain*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 Appointment of BDO as Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-Election of Ms Kathryn McCann as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Re-Election of Mr John Pettigrew as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Buy-Back of Stapled Securities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Group's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Group.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Group's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Group's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 9 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Astro Japan Property Group
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**